

BEFORE THE
ILLINOIS COMMERCE COMMISSION

Joint Application of Quintelco, Inc.
and Local Telecom Holdings, LLC
d/b/a Transpoint Communications for
Approval of Transfer of a Certificate
of Public Convenience and Necessity
to Provide Local and Interexchange
Telecommunications Services and
Related Transactions

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Application No. 00-0561

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ILLINOIS
COMMERCE COMMISSION

JOINT APPLICATION AND REQUEST
FOR EXPEDITED EX PARTE RELIEF

Pursuant to Sections 7-203 and 7-204 of the Illinois Public Utilities Act, Applicants Quintelco, Inc. (hereinafter referred to as "Quintelco") and Local Telecom Holdings, LLC d/b/a Transpoint Communications (hereinafter referred to as "Transpoint Communications") (hereinafter together referred to as the "Applicants"), by and through their undersigned regulatory representative, Telecom Certification & Filing, Inc., request the expedited ex parte approval of the Illinois Commerce Commission (hereinafter referred to as the "Commission") of a proposed agreement to transfer to Transpoint Communications Quintelco's Certificate of Public Convenience and Necessity to provide local and interexchange telecommunications services in the State of Illinois.

In support of this Application, Applicants state the following:

I. THE PARTIES

A. Quintelco, Inc.¹

Quintelco, a wholly owned subsidiary of Quintel Communications, Inc., was incorporated under the laws of the State of Delaware, with principal business offices located at One Blue Hill Plaza, Pearl River, New York 10965. Quintelco is licenced as a non-facilities based carrier and reseller of local and interexchange telecommunications services in the State of Illinois. Quintelco was granted a certificate of Public Convenience and Necessity to provide interexchange telecommunications services by the Commission in Docket No. 96-0139, on July 31, 1996. Quintelco was granted a certificate of Public Convenience and Necessity to provide local exchange telecommunications services by the Commission in Docket No. 97-0241, on February 19, 1998. Quintelco is not presently providing services in the State of Illinois. Quintelco is certified as a telecommunications reseller in 42 other states of the Union. Quintelco also provides interstate and international telecommunications services pursuant to the authority granted to it by the Federal Communications Commission ("FCC"). A copy of Quintelco's grant of 214 authority as issued by the FCC, is attached hereto as Exhibit 1.

B. Transpoint Communications

Transpoint Communications is a Delaware Limited Liability Company, with its principal business offices located, c/o Telecom Certification & Filing, Inc., at 485 Madison Avenue, 15th Floor, New York, New York 10022-5803. Copies of its Articles of Formation are attached hereto as Exhibit 2.

¹ Further information related to Quintelco is contained in Applications filed on May 20, 1997 (Local) and March 22, 1996 (Interexchange).

II. REQUEST FOR APPROVAL OF TRANSFER OF CONTROL AND RELATED TRANSACTIONS

Applicants seek authority to transfer Quintelco's existing Certificates of Public Convenience and Necessity to Transpoint Communications. The principal result of the proposed change in ownership will be that the licenses held by Quintelco, presently an inactive corporation, will, upon application approval, be employed by Transpoint Communications to offer resold local and long distance telecommunications services to business and residential customers throughout the State of Illinois. To accomplish this transfer of control, Quintelco's Certificate of Public Convenience and Necessity will be transferred from Quintelco to Transpoint Communications, so that Transpoint Communications will become the owner of the Certificates of Public Convenience and Necessity and will have the authority to provide resold telecommunications services in the State of Illinois.

The proposed transfer of control will have no adverse impact on consumers in the State of Illinois as Quintelco presently has no customers and is not offering service to the public.

The transfer of control will further the public interest by providing for new ownership that plans to offer competitive local and long distance telecommunications services to the citizens of the Illinois State.

Quintelco will continue to operate in the State of Illinois under its own name providing of affordable unregulated voicemail services to the public. As such, the proposed transaction will not in any way disrupt service nor cause inconvenience or confusion to the customers of Quintelco.

Transpoint Communications possesses the technical, managerial and financial resources necessary to provide reliable and low-cost telecommunications services in the State of Illinois.

Attached hereto as Exhibit 3, is the current pro forma financial documentation for Transpoint Communications. Summaries of the professional experience and education of all key Transpoint Communications managerial personnel are collectively attached hereto as Exhibit 4.

Applications for approval of this transaction are being filed with the FCC and with applicable Public Service Commissions in every state in which Transpoint Communications is required to file for approval. Letters of notification have been sent to all other states in which Transpoint Communications intends to provide service.

Transpoint Communications pledges that it will comply with all applicable statutes, rules and regulations promulgated by the Commission.

III. DESIGNATED CONTACT

The Applicants herein provide the following designated contact information for questions, notices, pleadings and other communications concerning this Application:

David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
Telephone: (212) 546-9090
Facsimile: (212) 753-8101
E-mail: dklein@telfile.com

IV. EX PARTE RELIEF

Applicants are unaware of any basis upon which any person could be, or could claim to have been injured or otherwise negatively affected by the proposed transfer of control, or of any other basis upon which the Application could be classified as other than noncontroversial.

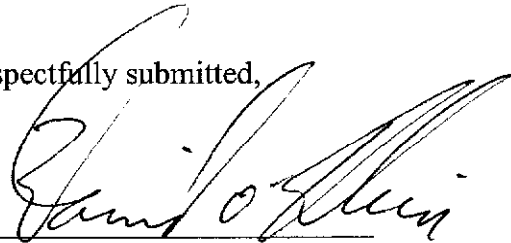
As discussed herein, ex parte approval is justified because the transfer of the Certificates of Public Convenience and Necessity (Transfer of Control) held by Quintelco will not result in any changes in the rates, terms or conditions of Quintelco's services. Furthermore, expedited relief will be in the public interest as it would assure continued and expanded operations under the authority granted by the subject licences.

IV. CONCLUSION

For the reasons set forth herein, the Applicants request expedited, ex parte approval of the represented Transfer of Control and related transactions described herein, allowing the Applicants to effectuate the terms of their transfer agreement, as soon as possible, but in no case later than October, 2000. Applicants also request that the Commission treat the financial documents filed with this Application as confidential documents protected from public dissemination.

Dated: August 21, 2000

Respectfully submitted,

A handwritten signature in black ink, appearing to read "David O. Klein", written over a horizontal line.

David O. Klein, COO
Telecom Certification & Filing, Inc.
485 Madison Avenue, 15th Floor
New York, NY 10022-5803
(212) 546-9090
Representative of Applicants

VERIFICATION

STATE OF NEW YORK)
) ss.
COUNTY OF ROCKLAND)

Andrew Stollman, being duly sworn, states that he files this Application as the Executive Vice President of Quintelco, Inc.; that, in such capacity, he is qualified and authorized to file and verify such Application; that he has carefully examined all the statements and matters contained in the Application; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information and belief. Affiant further states that the Application is made in good faith, with the intention of presenting evidence in support thereof in every particular.

Dated this 10 day of August, 2000.

Quintelco, Inc.



By: Andrew Stollman
Executive Vice President

Subscribed and sworn to before me, a
Notary Public in and for the State and
County above named, this 10 day
of August, 2000.

 (Seal)
Notary Public

ELAINE PAROFF
Notary Public, State of New York
No. 01PA5083009
Residing in Rockland County
Commission Expires Aug. 04, 2001

My Commission expires: 8/4/01

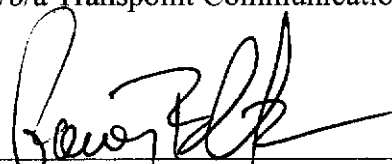
VERIFICATION

STATE OF NEW YORK)
)**ss.**
COUNTY OF NEW YORK)


Paul Black, being duly sworn, states that he files this Application as the President of Local Telcom Holdings, LLC; that, in such capacity, he is qualified and authorized to file and verify such Application; that he has carefully examined all the statements and matters contained in the Application; and that all such statements made and matters set forth therein are true and correct to the best of his knowledge, information and belief. Affiant further states that the Application is made in good faith, with the intention of presenting evidence in support thereof in every particular.

Dated this 16th day of August, 2000.

Local Telcom Holdings, LLC
d/b/a Transpoint Communications


By: Paul Black, President

Subscribed and sworn to before me, a
Notary Public in and for the State and
County above named, this 21st day
of August, 2000.

 (Seal)
Notary Public

TANYA R. DeROSE
Notary Public, State of New York
No. 03-4973858
Qualified in New York County
Commission Expires Nov. 19, 2000

My Commission expires: _____